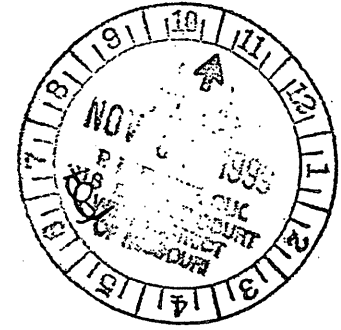


UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF MISSOURI



UNITED STATES OF AMERICA,

Plaintiff,

v.

THE KANSAS CITY STAR
COMPANY,

Defendant.

Civil Action
No. 53-7989

Entered: November 2, 1999

MODIFIED FINAL JUDGMENT

WHEREAS, plaintiff, the United States of America, filed its complaint in this action on January 6, 1953, and a Final Judgment was entered November 15, 1957, and Knight-Ridder, Inc., ("KRI"), the ultimate parent of, and with authority to bind, Cyprus Media, LLC, successor to the defendant Kansas City Star and owner of the Kansas City Star newspaper, by its attorneys, having consented to the entry of this Modified Final Judgment without trial or adjudication of any issue of fact or law herein,

AND WHEREAS, plaintiff the United States believes that entry of this Modified Final Judgment is in the public interest,

THEREFORE, it is hereby ORDERED, ADJUDGED, AND DECREED that:

I. JURISDICTION

This Court has jurisdiction over the subject matter of this action, and of each of the parties consenting to this Modified Final Judgment. The Complaint states a claim upon which relief may be granted against the defendant under Section 1 of the Sherman Act, 15 U.S.C. § 1.

II. DEFINITIONS

For the purposes of the Modified Final Judgment:

- A. The “Star” means the successors in interest to the defendant Kansas City Star Company, including, without limitation, Cypress Media, LLC, a Delaware limited liability company with its headquarters in San Jose, California, Cypress Media, Inc., a New York corporation with its headquarters in San Jose, California, and Knight-Ridder, Inc., a Florida corporation with its headquarters in San Jose, California, and their successors, assigns, subsidiaries, divisions, groups, affiliates, partnerships, and joint ventures, and directors, officers, managers, agents, and employees.
- B. “Metropolitan Kansas City” means the area comprising the Counties of Jackson, Platte, and Clay in Missouri, and the counties of Johnson, Leavenworth, and Wyandotte in Kansas.
- C. “Antitrust Division” means the Antitrust Division of the United States Department of Justice.
- D. “Newspapers” means publications printed on newsprint paper and containing news,

comment, features, photographs, and advertising, that are distributed or sold to readers and that are typically published at least once per week.

III. APPLICABILITY

- A. The provisions of this Modified Final Judgment supercede the Final Judgment entered on November 15, 1957.
- B. The provisions of this Modified Final Judgment apply to the Star, and to each of its officers, directors, agents, employees, successors, and assigns, and to all other persons in active concert or participation with them who shall have received actual notice of this Modified Final Judgment by personal service or otherwise.
- C. The Star shall require, as a condition of the sale or other disposition of substantially all of its Kansas City Star newspaper assets, that the acquirer or acquirers agree to be bound by the provisions of this Modified Final Judgment.

IV. NOTIFICATION

- A. The Star shall provide advance notification to the Antitrust Division when it directly or indirectly acquires any assets of, or any interest (including any financial, security, loan, equity, or management interest) in, any newspaper having its principal circulation in Metropolitan Kansas City, with the exception of transactions relating solely to services associated with commercial printing, and transactions where the total value of the assets or interest being acquired is less than 5 million dollars. The obligation to provide notice is met under this section when the Star complies with the reporting and waiting period requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended,

15 U.S.C. § 18a (the "HSR Act").

- B. Notification under this section shall be provided to the Antitrust Division in the same format as, and per the instructions relating to, the Notification and Report Form set forth in the Appendix to Part 803 of Title 16 of the Code of Federal Regulations as amended. Notification shall be provided at least thirty (30) days prior to the acquisition of such interest, and shall include, beyond what may be required by the applicable instructions, the names of the principal representatives of the parties to the agreement who negotiated the agreement, and any management or strategic plans discussing the proposed transaction. If within the 30-day period after notification representatives of the Antitrust Division make a written request for additional information, the Star shall not consummate the proposed transaction or agreement until twenty (20) days after substantial compliance with the request for such additional information. Early termination of the waiting periods in this paragraph may be requested and, where appropriate, granted in the same manner as is applicable under the requirements and provisions of the HSR Act and rules promulgated thereunder. This Section shall be broadly construed, and any ambiguity or uncertainty regarding the necessity of filing notice under this Section shall be resolved in favor of filing notice.

V. COMPLIANCE INSPECTION

For purposes of determining or securing compliance with the Modified Final Judgment or determining whether the Modified Final Judgment should be further modified or terminated, and subject to any legally recognized privilege, from time to time:

- A. Duly authorized representatives of the plaintiff, upon the written request of the Assistant Attorney General in charge of the Antitrust Division, and on reasonable notice to the Star made to its principal offices, shall be permitted:
1. Access during office hours of the Star to inspect and copy all books, ledgers, accounts, correspondence, memoranda, and other records and documents in the possession or under the control of the Star, which may have counsel present, relating to the matters contained in this Modified Final Judgment; and
 2. Subject to the reasonable convenience of the Star and without restraint or interference from it, to interview, either informally or on the record, its officers, employees, and agents, who may have counsel present, regarding any such matters.
- B. Upon the written request of the Assistant Attorney General in charge of the Antitrust Division, made to Knight-Ridder, Inc. in San Jose, California, the Star shall submit written reports, under oath if requested, with respect to any matter contained in the Modified Final Judgment.
- C. No information or documents obtained by the means provided in Section V of this Modified Final Judgment shall be divulged by a representative of the plaintiff to any person other than a duly authorized representative of the Executive Branch of the United States, except in the course of legal proceedings to which the plaintiff is a party (including grand jury proceedings), or for the purpose of securing compliance with this Modified Final Judgment, or as otherwise required by law.

D. If at the time information or documents are furnished by the Star to the plaintiff, the Star represents and identifies in writing the material in any such information or documents to which a claim of protection may be asserted under Rule 26(c)(7) of the Federal Rules of Civil Procedure, and the Star marks each pertinent page of such material, "Subject to claim of protection under Rule 26(c)(7) of the Federal Rules of Civil Procedure," then ten (10) calendar days' notice shall be given by the plaintiff to the Star prior to divulging such material in any legal proceeding (other than a grand jury proceeding) to which the Star is not a party.

VI. RETENTION OF JURISDICTION

Jurisdiction is retained by this Court for the purpose of enabling any of the parties to this Modified Final Judgment to apply to this Court at any time for such further orders and directions as may be necessary or appropriate for the construction or carrying out of this Modified Final Judgment, for the modification of any of the provisions hereof, for the enforcement of compliance herewith, or for the punishment of any violations hereof.

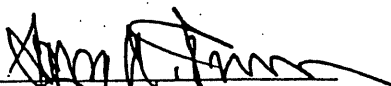
VII. TERMINATION

Unless this Court grants an extension, this Modified Final Judgment will expire November 2, 2009.

VIII. PUBLIC INTEREST

Entry of this Modified Final Judgment is in the public interest.

Dated: 11-2-09


United States District Judge